SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average bur	den								
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1. Name and Address of Reporting Person* <u>PARDO JAIME CHICO /FA</u>				er Name and Ticke <u> IEYWELL IN</u>]		^{ymbol} <u>FIONAL INC</u> [tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last) 101 COLUMBL	(First) A ROAD	(Middle)	3. Date 04/22	of Earliest Transac /2013	ction (Month/D	Day/Year)		Officer (give title below)		Other (specify below)	
(Street) MORRISTOWN NJ 07960 (City) (State) (Zip)			4. If An	nendment, Date of (Original Filed	(Month/Day/Year)	6. Indiv Line) X				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	

(Month/Day/Year) if any (Month/Day/Year) (Month/Day/Year)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$74.46	04/22/2013		A ⁽¹⁾		3,002		(1)	04/21/2023	Common Stock	3,002	\$0	3,002	D	
Restricted Stock Units	(2)	04/22/2013		A		504		(3)	(3)	Common Stock	504	\$0	504	D	

Explanation of Responses:

1. Represents exempt grant of non-qualified stock options under the 2006 Stock Plan for Non-Employee Directors that vest in four equal annual installments, with the first installment vesting on April 1, 2014.

2. Instrument converts to common stock on a one-for-one basis.

3. The Restricted Stock Units were granted under the 2006 Stock Plan for Non-Employee Directors and vest on April 22, 2016.

<u>Jacqueline Katzel for Jaime</u> <u>Chico Pardo</u>

<u>04/24/2013</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.